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THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819
Facsimile: (708) 995-6846



July 27, 1995

19516-B
JUL 27 1995 1:50 PM

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, DC 20423

LICENSING BRANCH

JUL 27 1 50 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Re: The Atchison, Topeka and Santa Fe Railway Company
Recordation of Interim Use Agreement Termination (Partial) dated
as of July 27, 1995, with Electro-Motive Division, General Motors
Corporation pertaining to an Interim Use Agreement dated as of
June 8, 1995, filed with the Interstate Commerce Commission on
on July 5, 1995 at 11:13 a.m. Recordation No. 19516

Dear Mr. Williams:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Interim Use Agreement Termination (Partial), a secondary document, dated as of July 7, 1995. The primary document to which this document is connected is recorded under Recordation No. 19516.

The name and addresses of the parties to this document are:

Lessor:

Electro-Motive Division, General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

CNS\DOC\0387

Counterpart - [Signature]

Mr. Vernon A. William
July 27, 1995
Page 2

The equipment covered by this Interim User Agreement Termination (Partial) consists of seven (7) Electro-Motive Division, General Motors Corporation Diesel Locomotives bearing Road Nos. 229, 231, 235, 236, 237, 238 and 239.

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Interim Use Agreement Termination (Partial), which I would like to have returned to me bearing the recordation information.

Enclosed please find a check for payment of the Commission's prescribed recordation fee.

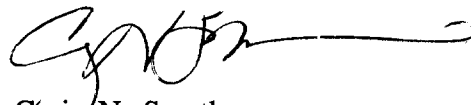
A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Interim Use Agreement Termination (Partial) dated as of July 27, 1995, between Electro-Motive Division, General Motors Corporation ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee") pertaining to an Interim Use Agreement dated as of June 8, 1995, filed with the Interstate Commerce Commission on July 5, 1995 at 11:13 a.m., Recordation No. 19516, terminating the Interim Use Agreement as to seven (7) Electro-Motive Division, General Motors Corporation Diesel Locomotives bearing Road Nos. 229, 231, 235, 236, 237, 238 and 239.

If you have any questions or comments concerning this request, please contact me.

Very truly yours,


Craig N. Smetko
General Attorney

CNS:cns
Enclosures

cc: Sharon D. Hatchett, Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

Craig N. Smetko
The Atchison Topeka
and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL. 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7-27-95 at 1:55PM , and assigned recordation number(s). 19516 B, 19518-D&E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19516-B
JUL 27 1995 1:25 PM

**INTERIM USE AGREEMENT TERMINATION
(PARTIAL)**

This Interim Use Agreement Termination (Partial) dated as of July 27, 1995, terminates the Interim Use Agreement dated June 8, 1995, ("Agreement") between The Atchison, Topeka, and Santa Fe Railway Company, ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: Road Nos. 229, 231, 235, 236, 237, 238 and 239, (hereinafter referred to as the "Terminated Equipment"). The Agreement and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives Road Nos. 240 to 250 (inclusive) continues in full force and effect.

WHEREAS, Railroad and EMD executed the Agreement which relates to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Agreement was duly filed for recordation with the ICC pursuant to 49 U.S.C. Section 11303 on July 5th, 1995 at 11:13 a.m., Recordation No. 19516;

WHEREAS, the parties hereto desire to terminate and cancel the Agreement with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows

1. Railroad and EMD hereby terminate and cancel the Agreement with respect to the Terminated Equipment, effective July 27, 1995.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Agreement.
3. The parties agree that the Agreement and the above mentioned recordation with the ICC shall continue in full force and effect with respect to the following locomotives: Road Nos. 240 to 250 (inclusive).
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

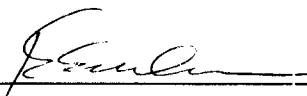
IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By: _____

Title: L. STEVEN VOLLMER
~~Assistant Vice President-Finance~~

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: _____

Title: Director of Treasury & Finance
~~Assistant Secretary~~

State of Illinois)
) ss.
County of Cook)

On this 25th day of July, 1995, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is an Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Bonnie Remley
NOTARY PUBLIC

My Commission expires:

Nov. 9, 1995

State of Illinois)
) ss.
County of Cook)

On this 25th day of July, 1995, before me personally appeared L. Steven Vollmer, to me personally known, who, being by me duly sworn, did say that he is the Assistant Vice President - Finance of The Atchison, Topeka and Santa Fe Railway Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Bonnie Remley
NOTARY PUBLIC

My Commission expires:

Nov. 9, 1995

EXHIBIT A

<u>NUMBER OF UNITS</u>	<u>DESCRIPTION OF EQUIPMENT</u>	<u>ROAD NUMBERS</u>
26	Model SD75M, 4300 HP 6-Axle, 6-Motor Turbo-charged Diesel Electric Locomotives	225 - 250 (inclusive)